FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering (check if this is an an	nendment and name has changed, and indicat	e change.)	4	^
Houston 1031 Limited Partnership)			^/
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505	Rule 5	06 Section 4(6)	\(\frac{1}{2}\)\$\(\frac{1}{2}\)\$\(\frac{1}{2}\)\(\
	Amendment		_ /% /	
Type of timing.	monument		AC ALC	FIVED
	A. BASIC IDENTIFICATIO	N DATA		186
1. Enter the information requested about th	ne issuer		// "" ^	· 2007
Name of Issuer (check if this is an am	endment and name has changed, and indicate	change.)	S JUL S	7 COD //
Houston 1031 Limited Partnership			13 0.	
Address of Executive Offices	(Number and Street, City, State, Zip Code)		Telephone Number Vincouding	A sea Coffee
· · · · · · · · · · · · · · · · · · ·	• • • • • •		(62()) 218 4014 CZ	09"/35%
2901 Butterfield Road, Oak Brook	., Hillions 60323		(630) 218-4916	
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)		Telephone Number (Including	Krea Code)
(if different from Executive Offices)		ļ	`	
Brief Description of Business				
The acquisition and sale of undivident	ded tenant in common interests in real pr	roperty.		
•	'	. ,		
Type of Business Organization				DOOCECCED
corporation	☐ limited partnership, already formed		other (please specify):	PROCESSED
business trust	limited partnership, to be formed		Cities (piease speemy).	
ousiness itest				JUL 3 1 2007
		Year		20 2 3 1 EGD(
Actual or Estimated Date of Incorporation	or Organization: 1 2 0	6		THOMSON
Jurisdiction of Incorporation or Organization	on: (Enter two-letter U.S. Postal Service abb	reviation for	r State:	
	CN for Canada: FN for other foreign jur		IL *	> FINANCIAL

GENERAL INSTRUCTIONS

Federa

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Inland Real Estate Exchange Corporation Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: ☐ Promoter ☐ Executive Officer ☐ Director ☐ General and/or ■ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Houston 1031 G.P., L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 General and/or Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Gujral, Brenda G. • Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 ☐ Executive Officer □ Director Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner ☐ General and/or Managing Partner Full Name (Last name first, if individual) Goodwin, Daniel L. • Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: ☐ Promoter ☐ Executive Officer ■ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Parks, Robert D. ♦ Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 □ Director Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ■ Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Matlin, Roberta S. ◆ Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) DelRosso, Patricia A. ♦ Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523

◆ Name of the executive officer or director of Inland Real Estate Exchange Corporation, the co-member and sole manager of IRC-IREX Venture, L.L.C., the sole member of Houston 1031 G.P., L.L.C., the general partner of the issuer.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- · Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	Beneficial Owner		☐ Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
Wang, Cathy Z. ◆										
Business or Residence Address (Number and Street, City, State, Zip Code)										
2901 Butterfield Road, Oak Brook, Illinois 60523										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if individual)										
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)								
Charle Boy(no) that A and		Beneficial Owner	Executive Officer	Diamete:	General and/or					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	L Executive Officer	☐ Director	Managing Partner					
Full Name (Last name first, if	individual)				· · · · · · · · · · · · · · · · · · ·					
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)								
	<u>.</u>				· · · · · · · · · · · · · · · · · · ·					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last name first, if	individual)									
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)	1.0							
	<u></u>			<u>.</u>						
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner					
Full Name (Last name first, if	individual)				•					
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·							
		· · · · · · · · · · · · · · · · · · ·								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last name first, if	Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)										

♦ Name of the executive officer or director of Inland Real Estate Exchange Corporation, the co-member and sole manager of IRC-IREX Venture, L.L.C., the sole member of Houston 1031 G.P., L.L.C., the general partner of the issuer.

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
1. Has	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.									Yes	No	
2. Wha	2. What is the minimum investment that will be accepted from any individual?									\$	957,971*	
3. Does	3. Does the offering permit joint ownership of a single unit?										Yes 🔯	No
comi offer and/	mission or ring. If a p or with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pure d person or broker or	chasers in agent of a dealer. If n	connection broker or o nore than fi	given, dire with sales dealer regis ve (5) pers for that bre	of securition tered with ons to be li	the SEC sted are		
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				w York,	NY 10169)						
	of Associate One Investr											
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ruii iva	me (Last n	ame nrst, i	f indiviđua	1)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)		•			
Name o	of Associate	ed Broker o	or Dealer			_		<u> </u>	-			
					ends to Sol						🗆 A	Il States
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[MT]	[NE]	[NV]	[NH]	[N]]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI] ———	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	(WI) ————	[WY]	[PR]
Full Na	ıme (Last n	ame first, i	f individua	i)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer				·				·	
					ends to Sol			*******			🗀 A	II States
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Type of Security Offering Price Sold -0--0-\$ Debt \$ -0-Equity -0-☐ Preferred ☐ Common Convertible Securities (including warrants)..... Partnership Interests.... -0-\$ -0-913,221 Other (Specify <u>Undivided fractional interests in real estate</u>) \$ 32,571,000 913,221 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number of Purchases Investors 913,221 Accredited Investors Non-accredited Investors -0--0-Total (for filings under Rule 504 only) S Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Dollar Amount Security Type of Offering Sold Rule 505 Regulation A..... \$ Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... -0-Printing and Engraving Costs ⊠ \$ 186,500 Legal Fees. -0-Accounting Fees \boxtimes Engineering Fees -0-\$ 1,974,000 Sales Commission (specify finders' fees separately)..... Other Expenses (identify) Marketing..... \boxtimes 329,000

Total

\$ 2,489,500

	C. OFFERING PRICE		- LID HOD OD DD ODDDO						
b.	Enter the difference between the aggrega	ate offering price given in response to Part to Part C – Question 4.a. This difference is	C – Question 1	\$ 30,081,500					
				30,001,000					
5.	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.								
			Payments to Officers, Directors & Affiliates	Payments To Others					
	Salaries and fees		<u>\$</u>	□ <u>\$</u>					
	Purchase of real estate		<u>s</u>	S 26,775,000					
	Purchase, rental or leasing and instal	s <u>s</u>	□ <u>\$</u>						
	Construction or leasing of plant buil	🗆 <u>\$</u>	<u> </u>						
	offering that may be used in exchang	uding the value of securities involved in the	ier	<u> </u>					
	Repayment of indebtedness								
	Working capital		_ <u></u>						
		&O Expenses							
	Column Totals		× \$ 3,306,500	\$ 26,775,000					
	Total Payments Listed (column total	s added)	<u>s</u>	30,081,500					
	_	D. FEDERAL SIGNATURE							
follo	owing signature constitutes an undertakin	gned by the undersigned duly authorized pg by the issuer to furnish to the U.S. Securi by the issuer to any non-accredited investor	ties and Exchange Commission	on, upon written					
lssu	er (Print or Type)	Signature	Date						
Hou	ston 1031 Limited Partnership	Patricia a bellos	20- 7/25/20	07					
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)							
Patr	icia A. DelRosso	President, Inland Real Estate Exchange C IRC-IREX Venture, L.L.C., the sole mem partner of Houston 1031 Limited Partners	ber of Houston 1031 G.P., L.	_					

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE							
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠					
See Appendix, Column 5, for state response.							

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date				
Houston 1031 Limited Partnership	Patricia a. Delkosso	7/25/2007				
Name (Print or Type)	Title (Print or Type)					
Patricia A. DelRosso	President, Inland Real Estate Exchange Corporation, the co-member and sole manager of IRC-IREX Venture, L.L.C., the sole member of Houston 1031 G.P., L.L.C., the general partner of Houston 1031 Limited Partnership					

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	1	2	3	Γ		4		 	5
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Accredited Non-Accredited				
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ΙL		⊠	Undivided fractional interests in real estate \$32,571,000	1	\$ 913,221	-0-	-0-		Ø
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APPENDIX

1	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of Accredited	Number of Number of				
State NE	Yes	No 🗆		Investors	Amount	Investors	Amount	Yes	No □
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